

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

ONE CONNELL DRIVE

BERKELEY HEIGHTS, N.J. 07922 U.S.A.

TELEPHONE
(908) 673-3700

TELEFAX (908) 673-3800

www.connellco.com

January 5, 2006

VIA DHL COURIER

RECORDATION NO. 14495-F FILED

Chairman
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

JAN 09 '06

10-30 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Chairman:

I have enclosed two copies of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is a Notice of Termination of Lease, a secondary document, dated as of January 3, 2006 (the *Termination Notice*), made and executed by Connell Finance Company, Inc. The primary documents to which the Termination Notice is connected are (1) the Equipment Lease dated as of December 5, 1984 and Rental Schedule No. 1, filed with the Interstate Commerce Commission (now superseded by the Surface Transportation Board) and recorded under Recordation No. 14495 and 14495-A, respectively; and (2) Rental Schedule 2, filed on December 19, 1984 and recorded under Recordation No. 14495-B. A description of the equipment the termination of the lease of which is being recorded by way of the Termination Notice is as follows:

3 SD 40-2 Diesel Locomotives, bearing identifying numbers WFA 1, 2 and 3, and

47 Open Top Gondola Cars, bearing the identifying numbers WFAX 84654 to and including WFAX 84700.

A check in the amount of \$33.00 is enclosed to cover the fee for filing the Termination Notice. Please return one original of the Termination Notice and the extra copy of this letter, time- and date-stamped as to filing to:

Mark R. Decker
Senior Vice President & General Counsel
Connell Finance Company, Inc.,
One Connell Drive
Berkeley Heights, New Jersey 07922.

Chairman
Surface Transportation Board
January 5, 2006
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A short summary of the document follows:

"Notice of Termination of Equipment Lease by Connell Finance Company, Inc., regarding the termination of the lease of 3 SD 40-2 Diesel Locomotives and 47 Open Top Gondola Cars to Western Fuels Association, Inc."

If you have any questions, please do not hesitate to call the undersigned at (908) 673-3722. Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.

A handwritten signature in black ink, appearing to read 'Mark R. Decker', is written over the company name.

Mark R. Decker
Senior Vice President & General Counsel

Encl.

NOTICE OF TERMINATION OF EQUIPMENT LEASE

This Notice of Termination of Lease dated as of January 3, 2006 (this "Termination Notice") is given by Connell Finance Company, Inc., a New Jersey corporation ("Lessor").

WHEREAS, Lessor (as assignee of Heleasco Twenty-Three, Inc.) and Western Fuels Association, Inc., a Wyoming corporation ("Lessee") are parties to that Equipment Lease dated as of December 5, 1984 (the "Original Lease"), as supplemented by Rental Schedule No. 1 dated as of December 5, 1984 ("Schedule 1") and Rental Schedule No. 2, bearing an "as of" date of December 5, 1984 and a date of December 19, 1984 ("Schedule 2") (all as amended by the First Amendment to Equipment Lease dated as of March 13, 1990; the Second Amendment to and Extension of Equipment Lease dated as of December 22, 2004; and the Third Amendment to and Extension of Equipment Lease dated as of December 20, 2005, the "Lease");

WHEREAS, the Original Lease and Schedule 1 were filed with the Interstate Commerce Commission (now superseded by the Surface Transportation Board) on December 6, 1984 at 10:35 AM, Recordation Nos. 14495 and 14495-A, respectively, and Schedule 2 was filed with the Interstate Commerce Commission on December 19, 1984 at 11:10 AM, Recordation No. 14495-B;

WHEREAS, the Lease was first terminated with respect to and only with respect to a certain 21 hopper cars and was subsequently terminated with respect to and only with respect to a certain 115 dual service hopper cars; and

WHEREAS, effective January 3, 2006, the Lease has now been terminated in accordance with its terms with respect to all remaining equipment i.e., a certain 47 gondola railcars identified on Schedule 1 and a certain 3 SD40-2 diesel locomotives identified on Schedule 2 to the Lease;

NOW THEREFORE, Lessor, by this Termination Notice, hereby records the termination of the Lease in its entirety; *provided, however*, that any obligation of Lessee or Lessor which survives the termination or expiration of the Lease pursuant to the terms thereof shall survive the termination described herein.

IN WITNESS WHEREOF, the Lessor has executed and delivered this Termination Notice as of January 3, 2006.

CONNELL FINANCE COMPANY, INC.

By: 

Name: **SHANE CONNELL**

Its: **EXECUTIVE VICE PRESIDENT**

RECORDATION NO. 14495-F FILED

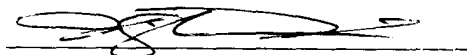
STATE OF NEW JERSEY)
) ss.
COUNTY OF UNION)

JAN 09 '06

10-30 AM

SURFACE TRANSPORTATION BOARD

On this 4th day of January, 2006, before me personally appeared Shane Connell, to me personally known, who, being by me duly sworn, says that (s)he is Executive Vice President of Connell Finance Company, Inc. and that (s)he is duly authorized to sign the foregoing Termination Notice on behalf of Connell Finance Company, Inc. and (s)he acknowledged that the execution of the foregoing Instrument was the free act and deed of Connell Finance Company, Inc.



Notary Public
CHRISTOPHER O. JEGEDE

NOTARY PUBLIC OF NEW JERSEY
REGISTERED IN UNION COUNTY

MY COMMISSION EXPIRES JUNE 19, 2008